



THE COLLEGE SYSTEM
of TENNESSEE

1 Bridgestone Park, Third Floor
Nashville, Tennessee 37214
615-366-4400 OFFICE 615-366-3922 FAX

tbr.edu

April 14, 2017

Ms. Krista Lee, Director
320 6th Avenue North
8th Floor, Rachel Jackson Building
Nashville, TN 37243

Dear Ms. Lee:

Per Fiscal Review's request to see non-competitive agreements/amendments, enclosed please find a requested addition to the Master Agreement between the Tennessee Board of Regents/the University of Tennessee and the Education Advisory Board (EAB) for a Membership in its data analytics, predictive modeling and student success products. This Amendment is to add the University of Memphis at their request.

As you will recall, an Agreement with EAB was approved at the June 2016 Fiscal Review Committee Meeting, with the understanding that if any additional institutions wished to participate, it would come back to the Committee for approval.

Please contact me regarding the date this will go before the Fiscal Review Committee and I will inform the appropriate representatives to ensure they are present for the meeting in which the contract will be discussed. If you have any questions or need additional information, please feel free to contact me at (615) 366-4436 or by email at angela.flynn@tbr.edu

Sincerely,

Angela Gregory Flynn
Assistant Vice Chancellor for Purchasing and Contracts

cc: Chancellor Tydings, TBR
Vice Chancellor Sims, TBR

REQUEST: NON-COMPETITIVE AMENDMENT

APPROVED

Commissioner of Finance & Administration
Date:

EACH REQUEST ITEM BELOW MUST BE DETAILED OR ADDRESSED AS REQUIRED.

1) RFS #			
2) State Agency Name :	Tennessee Board of Regents		
EXISTING CONTRACT INFORMATION			
3) Service Caption :	Amendment to Add University of Memphis to Agreement data analytics, predictive modeling and student success products		
4) Contractor :	Education Advisory Board		
5) Contract #	TBR Contract No. 105629		
6) Contract Start Date :			5/25/2016
7) <u>Current</u> Contract End Date IF <u>all</u> Options to Extend the Contract are Exercised :			5/24/2021
8) <u>Current</u> Total Maximum Cost IF <u>all</u> Options to Extend the Contract are Exercised :			\$2,562,639
PROPOSED AMENDMENT INFORMATION			
9) <u>Proposed</u> Amendment #			1
10) <u>Proposed</u> Amendment Effective Date : (attached explanation required if date is < 60 days after F&A receipt)			12/31/2017
11) <u>Proposed</u> Contract End Date IF <u>all</u> Options to Extend the Contract are Exercised :			12/30/2021
12) <u>Proposed</u> Total Maximum Cost IF <u>all</u> Options to Extend the Contract are Exercised :			\$3,266,639
13) Approval Criteria : (select one)	<input type="checkbox"/> use of Non-Competitive Negotiation is in the best interest of the state <input checked="" type="checkbox"/> only one uniquely qualified service provider able to provide the service		
14) Description of the Proposed Amendment Effects & Any Additional Service :			
For UOM to subscribe to the Student Success Collaborative – Campus.			
15) Explanation of Need for the Proposed Amendment :			

To add the University of Memphis to the existing Master Agreement to improve student success, retention and outcomes.

16) Name & Address of Contractor's Current Principal Owner(s) :
(not required if proposed contractor is a state education institution)

Education Advisory Board, a division of The Advisory board, 2445 M Street NW, Washington, DC 20037

17) Documentation of Office for Information Resources Endorsement :
(required only if the subject service involves information technology)

select one:



Documentation Not Applicable to this Request



Documentation Attached to this Request

18) Documentation of Department of Personnel Endorsement :
(required only if the subject service involves training for state employees)

select one:



Documentation Not Applicable to this Request



Documentation Attached to this Request

19) Documentation of State Architect Endorsement :
(required only if the subject service involves construction or real property related services)

select one:



Documentation Not Applicable to this Request



Documentation Attached to this Request

20) Description of Procuring Agency Efforts to Identify Reasonable, Competitive, Procurement Alternatives :

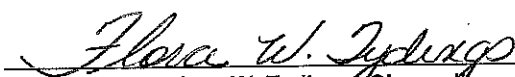
Universities have sought to identify other products in the marketplace that offer student success software and/or services. While there are other companies that can provide some services similar to those offered by EAB, the EAB offering is the only initiative that provides all the services desired in a bundled format, including development of degree maps and milestones, a web-based student degree tracking system for advisory, a web-based reporting tool for academic administrators, ongoing training and support, and benchmarking and member networking for best-practice sharing.

21) Justification for the Proposed Non-Competitive Amendment :

REQUESTING AGENCY HEAD SIGNATURE & DATE :

(must be signed & dated by the ACTUAL procuring agency head as detailed on the Signature Certification on file with OCR— signature by an authorized signatory will be accepted only in documented exigent circumstances)

1. The vendor possesses exclusive and/or predominant capabilities or the items contain a patented feature providing superior utility not obtainable from similar products.
2. The product or service is unique and easily established as one of a kind.
3. The product is available from only one source and not merchandised through wholesalers, jobbers, and retailers.


Flora W. Tydings, Chancellor

4-17-17

Date

REQUEST: NON-COMPETITIVE AMENDMENT

APPROVED

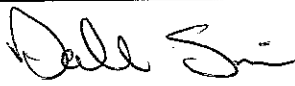
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Agency Head Signature		Date

CONTRACT SUMMARY SHEET

021406

RFS #				Contract #			
State Agency				State Agency Division			
Tennessee Board of Regents							
Contractor Name				Contractor ID # (FEIN or SSN)			
Education Advisory Board				<input type="checkbox"/> C- or <input type="checkbox"/> V-			
Service Description							
Data analytics, predictive modeling and student success products							
Contract BEGIN Date		Contract END Date		Subrecipient or Vendor?		CFDA #	
31-Dec-17		30-Dec-21					
Mark Each TRUE Statement							
<input type="checkbox"/> Contractor is on STARS				<input type="checkbox"/> Contractor's Form W-9 is on file in Accounts			
Allotment Code		Cost Center	Object Code	Fund	Funding Grant Code		Funding Subgrant Code
FY	State	Federal	Interdepartmental		Other	TOTAL Contract Amount	
2016-17						\$ 489,487.00	
2017-18						\$ 603,788.00	
2018-19						\$ 603,788.00	
2019-21						\$ 784,788.00	
2020-21						\$ 784,788.00	
						\$ -	
TOTAL:	\$ -	\$ -	\$ -		\$ -	\$ 3,266,639.00	
— COMPLETE FOR AMENDMENTS ONLY —				State Agency Fiscal Contact & Telephone #			
FY	Base Contract & Prior Amendments	THIS Amendment ONLY	Dale Sims, Vice Chancellor for Business and Finance, (615) 366-3921				
2016-17	\$ 489,487.00		State Agency Budget Officer Approval				
2017-18	\$ 427,788.00	\$ 176,000.00					
2018-19	\$ 427,788.00	\$ 176,000.00					
2019-20	\$ 608,788.00	\$ 176,000.00					
2020-21	\$ 608,788.00	\$ 176,000.00					
			Funding Certification (certification, required by T.C.A., § 9-4-5113, that there is a balance in the appropriation from which the obligated expenditure is required to be paid that is not otherwise encumbered to pay obligations previously incurred)				
TOTAL:	\$ 2,562,639.00	\$ 704,000.00					
End Date							
Contractor Ownership (complete only for base contracts with contract # prefix: FA or GR)							
<input type="checkbox"/> African American <input type="checkbox"/> Asian		<input type="checkbox"/> Person w/ Disability <input type="checkbox"/> Female		<input type="checkbox"/> Hispanic <input type="checkbox"/> Native American		<input checked="" type="checkbox"/> Small Business <input checked="" type="checkbox"/> NOT disadvantaged <input type="checkbox"/> OTHER minority/disadvantaged—	
Contractor Selection Method (complete for ALL base contracts— N/A to amendments or delegated authorities)							
<input type="checkbox"/> RFP <input checked="" type="checkbox"/> Non-Competitive Negotiation		<input type="checkbox"/> Competitive Negotiation <input type="checkbox"/> Negotiation w/ Government(eg, ID, GG, GU)		<input type="checkbox"/> Alternative Competitive Method <input type="checkbox"/> Other			
Procurement Process Summary (complete for Alternative Method, Competitive Negotiation, Non-Competitive Negotiation, OR Other)							
The EAB offerings provide a unique combination of predictive modeling and case management not available elsewhere in the marketplace.							

Supplemental Documentation Required for
Fiscal Review Committee

*Contact Name:	Angela Gregory Flynn	*Contact Phone:	(615) 366-4436
*Contract Number:	NA	*RFS Number:	NA
*Original Contract Begin Date:	6/01/2016	*Current End Date:	5/31/21
Current Request Amendment Number: <i>(if applicable)</i>		1	
Proposed Amendment Effective Date: <i>(if applicable)</i>		12/31/17	
*Department Submitting:		Tennessee Board of Regents on behalf of UOM	
*Division:			
*Date Submitted:		4/14/17	
*Submitted Within Sixty (60) days:		Yes	
<i>If not, explain:</i>			
*Contract Vendor Name:		Education Advisory Board	
*Current Maximum Liability:		\$3,266,639.00	
*Current Contract Allocation by Fiscal Year: <i>(as Shown on Most Current Fully Executed Contract Summary Sheet)</i>			
FY: 2016/2017	FY: 2017/2018	FY: 2018/2019	FY: 2019/2020
\$489,487.00	\$603,788.00	\$603,788.00	\$784,788.00
*Current Total Expenditures by Fiscal Year of Contract: <i>(attach backup documentation from STARS or FDAS report)</i>			
			FY
			\$
IF Contract Allocation has been greater than Contract Expenditures, please give the reasons and explain where surplus funds were spent:		NA	
IF surplus funds have been carried forward, please give the reasons and provide the authority for the carry forward provision:		NA	
IF Contract Expenditures exceeded Contract Allocation, please give the reasons and explain how funding was acquired to pay the overage:		NA	
*Contract Funding Source/Amount:	State:	\$3,509,639.00	Federal:
Interdepartmental:		Other:	

Supplemental Documentation Required for
Fiscal Review Committee

If "other" please define:			
Dates of All Previous Amendments or Revisions: <i>(if applicable)</i>		Brief Description of Actions in Previous Amendments or Revisions: <i>(if applicable)</i>	
Method of Original Award: <i>(if applicable)</i>			
Include a detailed breakdown of the actual expenditures anticipated in each year of the contract. Include specific line items, source of funding, and disposition of any excess fund. <i>(if applicable)</i>		Sole Source	
Include a detailed breakdown, in dollars, of any savings that the department anticipates will result from this contract. Include, at a minimum, reduction in positions, reduction in equipment costs, reduction in travel. <i>(if applicable)</i>		NA	
Include a detailed analysis, in dollars, of the cost of obtaining this service through the proposed contract as compared to other options. <i>(if applicable)</i>		NA – The service is uniquely provided by EAB.	

Exhibit D

Form of Enrollment Addendum



2445 M Street NW | Washington DC 20037
P 202.266.6400 | F 202.266.5700 | eab.com

April 5, 2017

David Zettergren
Vice President, Business and Finance
University of Memphis
367 Administration Building
Memphis, Tennessee 38152

Re: Enrollment Addendum ("EA") -- Student Success Collaborative -- Campus

Dear David:

Thank you again for the time you have afforded us to evaluate Student Success Collaborative -- Campus (the "Program"). We are excited about the opportunity to work with University of Memphis ("Member") and are submitting this document for your signature to enroll Member in the Program on the terms and conditions set forth in the Master Membership Agreement, dated as of June 9, 2016, between Member and The Advisory Board Company ("Advisory Board"), as supplemented by this EA (together, the "Agreement").

I. Terms of Coverage

Under the terms of the Agreement, Member will have access to all services provided to members of the Program, which are described in greater detail in the "Scope of Services" attached to and a part of this EA.

II. Terms of Enrollment

The term of your membership in the Program will begin on December 31, 2017 and end on December 30, 2021.

We are pleased to extend the following special preferred membership fees in recognition of Member's involvement in and support of the Program for the membership term specified above (fees subject to change if different term):

Product	Year 1 Annual Fee	Year 2 Annual Fee	Year 3 Annual Fee	Year 4 Annual Fee
Student Success Collaborative - Campus	\$168,500	\$168,500	\$168,500	\$168,500
The Advisory Board will also invoice an additional \$7,500 per membership year to offset our travel and other similar administrative expenses.				

III. Maximum Liability


In no event shall the maximum liability of the Member Institution under this EA exceed seven hundred and four thousand (\$704,000). The Fees include, but are not limited to, all applicable taxes, fees, overheads, and all other direct and indirect costs incurred or to be incurred by the Advisory Board. The maximum liability represents available funds for payment to the Advisory Board and does not guarantee payment of any such funds to the Advisory Board under this EA unless the Advisory Board performs the work.

III. Enrollment in the Program

If the foregoing is acceptable and agreeable, please return a signed copy of this Amendment via facsimile to our offices at 202-266-5700 (Attn: Mairzy Krulic).

IN WITNESS WHEREOF, each Party's duly authorized representative has executed this Amendment as of the Effective Date.

EDUCATION ADVISORY BOARD, a division of
THE ADVISORY BOARD COMPANY



NAME: Bob Barrett

TITLE: Senior Counsel

Approved by WJM at UOM on 4-5-17.

MEMBER INSTITUTION

NAME: MD Rudd

TITLE: President

TENNESSEE BOARD OF REGENTS

NAME: Flora W. Tydings

TITLE: Chancellor